

Anti-Bribery and Anti-Corruption Policy

January 2025



Purpose

Arcadis is committed to conducting our business with the highest ethical and legal standards. Many countries where Arcadis does business have laws that make bribery of public and private sector officials a crime.

Our commitments to anti-bribery and anti-corruption as outlined in the [Arcadis General Business Principles \(AGBP\)](#) Chapter 2.1, are further detailed in this Anti-Bribery and Corruption Policy (the ABAC Policy).

This document establishes Arcadis' policy for ensuring compliance with applicable laws and regulations on bribery and corruption, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010 (UKBA), as well as other applicable national anti-bribery statutes and implementing rules and regulations. Arcadis is committed to adhering to the relevant standards set out in the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct and the UN Global Compact Principles on anti-corruption. We believe this approach enhances our business contribution to sustainable long-term solutions.

Scope

This ABAC Policy applies to all business activities conducted by all Arcadians (being all officers and directors; employees; secondees and interns; and contract and contingent workers) of Arcadis NV and its subsidiary and associated companies worldwide.

This Global Policy serves as the leading policy. Exceptions may be made only to the extent necessary to comply with local laws when they are more restrictive, and these exceptions will take precedence over any conflicting portions of this Policy. Please refer to the Integrity and Compliance Management System intranet page ([link](#)) for more information.

This ABAC Policy should be read in conjunction with the AGBP and other Policies and Standards, including the Gifts, Hospitality and Contributions Policy and the Third Party Due Diligence Policy.

To ensure that employees are familiar with and adhere to applicable anti-bribery laws, Arcadis provides training and resources.

Note: Global Procedures may not be altered, deleted, or contradicted in the lower-level supporting documentation. To deviate from the requirements herein, refer to the GB-QL-PR-0200-Deviation Request to obtain Business Process Owner (BPO) approval.



Roles and Responsibilities

The following table outlines the roles and responsibilities associated with this procedure.

Role	Responsibility
Chief Executive Officer	Is the ultimate owner of this Policy and approves its contents
Global General Counsel	Is the executive sponsor of this policy
Global Compliance Officer	Is the author of this Policy and responsible for its maintenance and updates

Generic titles used within this document are intended to describe a function, not a unique individual or position. Multitasking of functions is acceptable when appropriate. Unique titles and/or named positions and their acronyms also mean “their designee” when the position is authorized to delegate that responsibility.

Roles and responsibilities are assigned to qualified professionals based on experience, expertise, and project requirements. Review and verification functions, when required, are performed by professionals other than those who performed the original work and can be an individual from the same group.





Policy: All bribes are prohibited

At Arcadis we do not tolerate any form of bribery or corruption.

This Policy is designed to familiarize employees with the requirements of international anti-bribery laws and Arcadis' rules to help ensure that no one violates the law. If you have questions about permissible conduct under the laws of any country where we do business, or the requirements discussed below, please contact your Compliance Officer.

Arcadis strictly prohibits bribery, corruption, and kickbacks¹ in all forms, in all our business dealings, in every country where we do business. This prohibition applies to bribery involving public officials or government parties and commercial parties; the prohibition applies to giving a bribe and accepting a bribe.

Bribery involves offering, giving, requesting, or receiving **Anything Of Value**², either directly or indirectly, to or from a **Government Official**³ or a **Commercial Person**⁴, with the goal of improperly influencing them to secure new business, maintain existing business, gain an **Improper Advantage**⁵, or affect their decisions or actions.⁶ Agreeing to bribery, even if it does not ultimately occur and no cash or other compensation changes hands, is already enough to constitute a criminal offense.

- Avoid any actions that might seem improper.
- Refrain from using third parties (see below) to perform actions you are not permitted to do yourself.
- Ensure you do not engage in activities in your personal life that you are prohibited from doing in your professional role.

Arcadis can be held responsible if it fails to prevent bribery. Definitions used in this policy, are listed in Appendix A.

Know your third parties

Arcadis uses **Third Parties**⁷ to help us deliver our products and services in the marketplace.

Employees must only deal with those Third Parties that are legitimate businesses with a reputation for integrity and ensure that Third Parties do the same. Arcadis can be liable for the actions of its Third Parties, including joint venture partners and companies it acquires or those over which it exercises control.

Third parties must be onboarded in accordance with our Third Parties Due Diligence Policy. Third parties are expected to acknowledge our AGBP and, where applicable, the Supplier Code of Conduct.

If you are working with a Third Party, you have a responsibility to look out for red flags (see Red Flags in Appendix B). Any red flags must be reported to your Compliance Officer. Do not ignore signs of unethical conduct by Third Parties.

You are not allowed to sell or provide Arcadis products or services to clients identified in violation of applicable sanctions (ref. Standard on restricted countries and individuals (link) or financial crime reasons and you must not give gifts or entertain individuals associated with those clients.

You must involve your Compliance Officer in any merger, acquisition, joint venture, or investment in which Arcadis will have a controlling interest or exercise control to enable proper due diligence and appropriate controls.

Failure to prevent bribery, by ignoring, covering up, or failing to act, is also a crime, which is of particular concern when working with Third Parties and their subcontractors.

¹ Kickback is the return of a sum already paid or due as a reward for awarding further business.

² Anything of Value includes money, jobs, references, loans, favorable contracts, gifts, meals, entertainment, travel, donations, event tickets, or anything else valuable to the recipient, even if others might not find it valuable.

³ Governmental Official includes anyone working for or representing a government or public agency, whether elected or appointed, paid or unpaid, at any level (local, state, federal, or international). This also covers employees of government-owned entities, political candidates, members of royal families, and academics at public institutions. If you're unsure whether someone qualifies, please contact your Compliance Officer.

⁴ Commercial Person means an individual working in the private sector.

⁵ Improper Advantage means something to which Arcadis is not clearly entitled.

⁶ The offer, payment, promise, or gift must be intended to induce the recipient to misuse their official or business position, which could include causing the recipient to fail to perform an official or business function.

⁷ Third Parties are anyone who does business with or for Arcadis, including clients, suppliers, business contacts, and public officials



Transactions must be transparent

Transactions that are transparent and based on written agreements reduce the risk of Bribery.

Make sure that contracts clearly and accurately represent the financial terms of the agreement. Unusual arrangements, such as side agreements and prepayments, may be used to cover up improper payments. If the payment terms are confusing, ask why.

Payments to the providers of goods or services received shall in all cases be limited to what is “reasonable and genuine” compensation. Any payment for a company’s products or services must be made to the company, not to an individual, unless the individual has delivered the products or services as contracting party.

Avoid relationships or activities that may affect your ability to make fair business decisions.

Be mindful of situations where Anything Of Value is offered during tenders, pending deals, negotiations, or Request for Proposals (RFPs) with current or potential clients or suppliers. Avoid situations where you have or may have a conflict of interest, may stand to benefit personally, or appear to benefit personally.

In addition, ensure that invoices from Third Parties are sufficiently detailed so that you can clearly understand and review the service performed and that any such invoices attach documentation to support expenses.

Our Policy on Gifts, Hospitality, and Contributions

Employees must ensure that gifts, hospitality, and expenses are transparent, reasonable, and lawful, especially when dealing with Government Officials, to avoid bribery risks.

Charitable contributions must comply with laws and not be used to gain business advantages. Arcadis prohibits political contributions on its behalf, allowing only personal political donations without using company resources. For detailed rules, employees should refer to the Gifts, Hospitality and Contributions Policy.

Hiring decisions must not benefit Government Officials or Commercial Persons

All hiring decisions should be made through Arcadis’ normal hiring process.

Do not hire someone for a job or an internship who is suggested by or related to a Government Official or Commercial Person to help Arcadis retain or obtain business or secure a business advantage.





Do not make facilitation payments

Facilitation payments, also called “grease” or “speed” payments, are cash payments made to Government Officials to speed up routine services that the payer is legally entitled to.⁸

Facilitation payments are prohibited. If you are forced to make a payment because you genuinely believe your life, limb or liberty is at risk, this is not a facilitation payment but must be reported immediately as if it were.

Accurate books and records and business controls

Arcadis’ books and records must reflect the true and accurate nature of every transaction.

Arcadis’ internal controls and procedures must always be followed. Do not establish or use any undisclosed or unrecorded company funds, such as “off book” accounts for any purpose. Never make false, misleading, incomplete, inaccurate, or artificial entries in Arcadis’ books and records (including Arcadis tools and systems). You are prohibited from using personal funds or Third Parties to circumvent procedures and controls or to accomplish what is otherwise prohibited. Using personal funds or Third Parties to bypass procedures or do prohibited actions is not allowed.

Accurate recordkeeping is explicitly required by anti-bribery and other laws and regulations and knowingly making false or materially misleading statements or records may result in serious penalties, even if no bribery or corruption is involved.



⁸ Using a government department’s official “fast track” service, where an extra fee is paid based on a published rate, is not considered a facilitation payment.



Seek Advice and Speak Up

If you find yourself subjected to any form of demand or request to accept or pay a bribe or other form of improper payment or advantage or are asked to participate in any way in a bribery scheme, you must immediately report such occurrence to your Line Manager or your Compliance Officer.

Ignoring red flags or other signs of a potentially illegal payment is itself a violation of this Policy subject to disciplinary action. Concerns can also be reported via our Integrity Line for employees or Integrity Line for external stakeholders, accessible 24/7 in your own language by web or phone. For more information, review the [Seek Advice and Speak up Policy Statement](#).

Violation of this policy

Violating this ABAC Policy may result in disciplinary actions, including where appropriate dismissal.

Disciplinary action shall reflect the severity of the issue. Anti-bribery and anti-corruption laws may also impose criminal and civil liability, fines, and penalties for violations by Arcadis and/or individuals.

If a violation of law or regulations is confirmed, Arcadis may be required to report or notify the violation to relevant (local) enforcement authorities, such as police or regulatory authorities, to comply with the relevant law or regulation. Arcadis also has the right to start a separate legal action against the person(s) or party in question.



Reference Documents

Document Title

References are included in the Integrity & Compliance management system ([link](#))

[Arcadis General Business Principles \(AGBP\) – parent of this Policy](#)

Gifts, Hospitality and Contributions Policy

Speak Up Procedure

Third Party Due Diligence Policy

Global Supplier Code of Conduct

[Seek Advice and Speak Up Policy Statement](#)

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Information Security	Version	Date Published	Previous Versions	Document Type
Public	2024	January 2025	2014, 2016, 2018	Global Policy

Appendix A Definitions

Kickback is the return of a sum already paid or due as a reward for awarding further business.

Anything of Value includes money, jobs, references, loans, favorable contracts, gifts, meals, entertainment, travel, donations, event tickets, or anything else valuable to the recipient, even if others might not find it valuable.

Governmental Official includes anyone working for or representing a government or public agency, whether elected or appointed, paid or unpaid, at any level (local, state, federal, or international). This also covers employees of government-owned entities, political candidates, members of royal families, and academics at public institutions. If you're unsure whether someone qualifies, please contact your Compliance Officer.

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Third Parties are anyone who does business with or for Arcadis, including clients, suppliers, business contacts, and public officials.

Appendix B Red Flags

A non-exhaustive list of possible red flags that may indicate warning signs regarding potential violations of this Policy is listed below:

History of corruption in countries where business is conducted (link)	Sales agent, consultant, or third-party relationships with public sector clients	Refusal to certify compliance
Poor business reputation, reputation for making improper payments or unethical conduct	Facilitation payments	Suggestion that illegal conduct is acceptable because it is the norm / custom in a particular country
Requests for cash transactions or payments	Political contributions	Lack of qualifications or resources to perform real work
Lavish gifts or hospitality	Shares non-public information from government sources	Plan for performing the work is vague and/or suggests a reliance on contacts or relationships
Commission substantially above going rate	Incomplete or inaccurate information on required disclosures, e.g., refusal to disclose ownership	Lack of transparency in accounting and expense records
Unusual payment mechanism	Requests for payments to anyone other than the contracting party	Proposed the use of shell companies
Over-invoicing	Requests for payment to a numbered account, consultant or agent	Insistence that identity remain confidential or that the relationship remain secret
Vaguely described services	Requests for payments outside of the territory or offshore	Requests or demands to use a specific Third Party
Excessive travel and entertainment reimbursement requests	Requests that checks be made payable to "cash" or "bearer"	Services include paying taxes or fees or other payments relation to the import or export of goods
Requests for reimbursement of poorly documented expenses	Involvement of or close family ties to high-ranking Government Officials or other decision makers	
Requests to provide employment or some other advantage to a friend or relative	Business partner, agent or customer is owned or controlled by government-owned or controlled entity	

When you encounter a red flag or are unsure if something is a red flag, consult your Compliance Officer.

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